FCC 602 Main Form

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

ORIGINAL

Approved by OMB 3060 -0799 See instructions for public burden estimate

\pplicant/Licensee Information					-
1) First Name (if individual):	MI:	Last Name:			suffix:
2) Applicant Name (if entity):			3) Applicant TIN:		
CIVS PA III, LLC					
Related FCC Regulated Businesses of Applicant/Licens	see				
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	Pri	indipal Business: DEC 1 2	2000		4d) Percent of Interest Held:
		D 17 [l		
		Licensing & Te Analysis Bra	chnical nch		
				-,	
Signature) Typed or Printed Name of Party Authorized to Sign					
First Name: Craig	мі: А.	Last Name: Floerchinger			suffix:
Title:		THE STATE OF			
Vice President, Cook Inlet GSM, Inc.		2345678	3		
Signature:			A 1573	Date: 12/8/	00
Failure To Sign This Application May Result In Dismissal Of The A	Application	on And Forfeiture Of Any Fe	es Paid	-, -,	·
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY A Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR FORFEITURE (U.S. Code, Title 47, Section 503).	ТТАСНМ	IENTS ARE PUNISHABLE BY	FINE AND/OR IMPRISO	ONMENT (U.S. 2(a)(1)),	Code, Title 18, AND/OR

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

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Schedule for Disclosable Interest Holders

visclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) suffix: MI: Last Name: 1) Disclosable Interest Holder's First Name (if individual): 3) Disclosable Interest Holder's TIN: 2) Disclosable Interest Holder's Name (if entity): Cook Inlet/VS GSM III PCS, LLC 4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503 7) Percent of Interest Held in Applicant: 5) Type of Interest in Applicant (6) Disclosable Interest Holder is a(n): ((refer to instructions for list of codes): (refer to Instructions for list) 100% D 9) Disclosable Interest Holders Country of Citizenship: 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): **United States** 0 - Manager member interest 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet/VS GSM III PCS, LLC; CIVS PA III, LLC (Applicant) (see Attachment 1)

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified

Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	llb) Principal Business:	11c) TIN:	lld) Percent of Interest Held:
CIVS PA I, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%
CIVS PA III, LLC Applicant	Commercial Mobile Radio Services		100%
D&E Omnipoint Wireless Joint Venture, L.P. 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%
			FCC 602 Schedule

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FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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Approved by OMB

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) Suffix: Last Name: 1) D&closable Interest Holder's First Name (if individual): r's TIN: 2) Disclosable Interest Holder's Name (if entity): Cook Inlet/VS GSM III PCS Holdings, LLC 4) Disclosable Interest Holden Address. 2525 C Street, Suite 500, Anchorage, Alaska 99503 6) Disclosable Interest Heider is a(n); (5) Type of Interest in Applicant () 7) Percent of Interest Held in Applicant: (refer to Instructions for list) (refer to instructions for list of codes): 100% М 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): **United States** 0 - Manager member interest 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant)!

Cook Inlet/VS GSM III PCS Holdings, LLC; Cook Inlet/VS GSM III PCS, LLC; CIVS PA III, LLC (Applicant) (see Attachment 1)

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified) 110 1131 1101 Name and address of \$1 FCC Regulated Businesses Principal Bin ness. Percent of owned by Disclosable Interest Holder listed in #3 (use Interest Held eskitional sheets, dinesessary; Cook Inlet/VS GSM III PCS. LLC Commercial Mobile Radio 100%2525 C Street, Suite 500 Services Anchorage, Alaska 99503 CIVS PA I. LLC Commercial Mobile Radio 100% R605 132nd Avenue, S.E., Suite 100 Services Bellevue, Washington 98006 CIVS PARILL LUC 100% Commercial Mobile Radio Applicant Services D&E Omnipoint Wireless Joint Venture, L.P. Commercial Mobile Radio 50% 3605 132nd Avenue, S.F., Suite 100 Service Bellevue, Washington 98005 Omnipoint Philadelphia-E. Lancaster E License LLC Commercial Mobile Radio 50% 3605 132nd Avenue, S.E., Suite 100 Service Believue, Washington 98005

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FCCI Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

8) Disclosable Interest Holder's Type of Owners (refer to instructions for list): 0 — Manager member interest	•		9) Disclosable Interest United States	Holder's Country of Citizensh	tip.
5), Type of Interest in Applicant () (refer to Instructions for list)			t Holder is a(n); () s for list of codes);	7) Percent of Interest Held 50.1%	Lin Applicant:
4) Disclassold interest Holder's Address 2525 C Street, Suite 500, Anch	iorage, AK	99503			
Disclosable Interest Holders Name (if enti Cook Inlet GSM, Inc.	*	2+000+000000+ 000 00+ 0 00+00			III.
,	,				
Disclosable Interest Holder's First Name (if it)	individual):	MI.	Last Name:		suffix:

10) Relationsh and if if it the discloseable in erest noise of the apparation of the property of the property

11a) Name and address of all PCC Regulated Businesses owned by Disclosable (overest holder listed in #3 (use additional sheets, if necessary):	Program Ber - Se	115) 114.	11d) Percent of Interest Meld
Coek Inlet/78 GSM II PCS ILC 2828 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio		50.1%
Cook Injet/YS GSM III PCS, LLC 2525 C Street, Suite S66 Anchoraum, Alaska 9054.3	Commercia! Mobile Radio Services	4 9	50.1%
Cook Intel/VoiceStream PCS, LLC 2525 C Street. Suite 500 Anchorage: Alaska 99503	Commercial Mobile Radio Services		50.1%
CIVS PA 1, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	145 Millionecolouse	50.1%
CIVS PA III, LLC Applicant	Commercial Mobile Radio Services		50.1%
Dinnipoint Dover License, 11.0 3605-132nd Avenue, 5.1., Suite-100 3ePevur, Washington 98006	Commercial Mobile Radio Services		50.1%
Omnipoint Atlantic City Exense, LLC 3605-132nd Avenus, 5-6., Suite 100 Billevue, Washington 980ks	Commercial Mobile Radio Service		50.1%

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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)					
1) Disclosable Interest Holder's First Name (if inc	:(lsubivik	MI:	Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet GSM, Inc. (continued) 3) Disclosable Interest Holder's TIN.					N.
4) Disclosable Interest Holder's Address:					
5) Type of Interest in Applicant () (refer to Instructions for list)			st Holder is a(n): () ns for list of codes):	7) Percent of Interest Held in App	licant:
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 9) Disclosable Interest Holder's Country of Citizenship:					
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):					

telated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

	, , , _		
Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	TIN:	lld) Percent of Interest Held:
Omnipoint Philadelphia License, LLC	Commercial Mobile Radio		50.1%
3605 132nd Avenue, S.E., Suite 100	Services		
Bellevue, Washington 98006			
Cook Inlet/VoiceStream License Company, LLC	Commercial Mobile Radio		50.1%
2525 C Street, Suite 500	Service		
Anchoraae. Alaska 99503			
D&E Omnipoint Wireless Joint Venture, L.P.	Commercial Mobile Radio		50%
3605 132nd Avenue, S.E., Suite 100	Service	Secretary to a 2 of 2	
Bellevue, Washington 98006	_		
Omnipoint Philadelphia-E. Lancaster E License LLC	Commercial Mobile Radio		50%
3605 132nd Avenue, S.E., Suite 100	Service		
Bellevue, Washington 98006			
		-	
	_		

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Schedule for Disclosable Interest Holders

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isclosable Interest Holder Intormation	(complete ag_	many a	s required to describe a	<u>il discrosadie interest holders)</u>	
1) Disclosable Interest Holder's First Name (if inc	lividual):	MI:	Last Name:		suffix:
2) Orsclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's	TIN:
Cook Inlet Region, Inc.					
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503					
5) Type of Interest in Applicant ()	6) Disclosable Interest Holder is a(n): ()			7) Percent of Interest Held in Applicant:	
(refer to Instructions for list) I	(refer to Instructions for list of codes): C			50.1%	
Disclosabid Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest I	Holder's Country of Citizenship:	
0 - Manager member interest		United States			
10) Relationship Descriptron (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet/VS GSM III PCS Holdings, LLC; Cook Inlet/VS GSM III PCS, LLC; CIVS PA III, LLC (Applicant) (see Attachment 1)					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11()	11d) Percent of Interest Heia:
Cook Inlet/VoiceStream PV/SS PCS, L.P. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile F dio Services		42.86% (control)
Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		5, 1%
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite_5(0) Anchorage, Alaska 99503	Commercial Mobile Radio Services		50,1%
CIVS PA I, LLC 3605-132nd Avenue, S.E., Suité 100 Believue, Washington 98006	Commercial Mobile Fadio Services		50 %
CIYS PA III, LEC Adjucant	Commercia: Mobile Radio Services		11%
Alaska Interstate Construction, ELC 649 W. 54 th Ave., P.O. Box 233769 Anchorage, AK. 99523	Construction		40%
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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) MI: Last Name: suffix: 1) Disclosable Interest Holder's First Name (if individual): 2) Disclosable Interest Holder's Name (if entity): 3) Disclosable Interest Holder's TIN: M. Ministration Cook Inlet Region, Inc. (continued) 4) Disclosable Interest Holder's Address: 5) Type of Interest in Applicant (6) Disclosable Interest Holder is a(n): (7) Percent of Interest Held in Applicant: (refer to Instructions for list) (refer to instructions for list of codes): 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VS GSM IV PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	370171	50.1%
CIVS IV License Sub I, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	95-7105892	50.1%
Alaska Heritage Tours, Inc. 2525 C Street, Suite 405 Anchorage, AK 99503	Boat Tours, Lodging and Tourism	91-1806373	100%
Peak Oilfield Service Company 2525 C St., Suite 201, Anchorage, AK 99503	Oilfield Services and Construction	92-0123001 Y	50%
Alaska Hovercraft Ventures 1029 West 3 rd Ave., Suite 150 Anchorage, AK 99503	Hovercraft Sales, Leasing, and Operations	91-165-131	33.33%
Construction Machinery, Inc. 3400 Homer Dr., Anchorage, AK 99510	Heavy Equipment Distribution	9, 1059661	100%
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FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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<u> </u>	omplete <u>as</u> ma	any as	required to describe all	<u>disclosable interest holders)</u>	
1) Disclosable Interest Holder's First Name (if inc	:(Isubivit	MI:	Lasti Name:		suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc. (continu				3) Disclosable Interest Holders Ti	N:
4) Disclosable Interest Holders Address:					
5) Type of Interest in Applicant () (refer to Instructions for list)			Holder is a(n): () s for list of codes):	7) Percent of Interest Held in App	olicant:
8) Disclosable Interest Holders Type of Ownersh (refer to instructions for list):	iip		9) Disclosable Interest	Holders Country of Citizenship:	
10) Relationship Description (if the discloseable In	nterest holder is	an I nd i	rect owner, list path of owi	nership from Indirect owner to the ap	plicant):

telated FCC Regulated Businesses' of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Namer and address of all FCC Regulated Businessess owned by Disclosable Interest Hinder listed in #3 (lise additions' sheets, it necessary):	1351 Principal Busingss.	120) Tin.	Ltd) Percent of Interest neid
Cook Inlet VoiceSheam License Company, ELC 2525 C Street, Suite 600 Anchorage, Alaska 99503	Commercial Mobile Radio Service		50.1%
Omnipoint Atlantic City License, LLC 3605-132nd Avenue, S.E., Suite 100 Bellevue, Washington 98 lain	Commercial Mobile Radio Service		50.1%
Omorpoint Philadelphia License, LLC 3603-132nd Averaio, 5.E., Suite 100 Bellevue, Washington 96006	Commercial Mobile Radid		50.1%
Omnipoint Dover License, EEC 3605-132nd Averaie, S.E., Suite 100 Believue, Washington 96006	Commercial Mobile Radio Service5	Annual Proba-	50,1%
Look Inlet Region of Georgia, Inc. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	enacean enace	100%
Omnipoint Philadelphia-E, Lancaster E License LLC 1605-132nd Avenus, S.E., Suite 100 Bellevus, Washington 98006	Commercial Mobile Radio Service		50%
D&E Cimripoint Wireless Joint Venture, L.P. 1605-132nd Avenue, S.E., Suite 104 3dlevue, Washington 98006	Commercial Mobile Radid Services		50%
Cook Inlet/VS GSM V PCS, ££C 1935 C Street, Suite S00 Inchorage, Alasku P9891	Commercial Mobile Radio Services		50.1%

OWNERSHIP

CIVS PA III, LLC ("CIVS PA III"), submits the following information to describe in more detail the ownership structure of CIVS PA III as set forth in Item 10, Schedule A of FCC Form 602.

Direct Ownership

CIVS PA III, a Delaware limited liability company, is a wholly owned subsidiary of Cook **Inlet/VS** GSM III PCS, LLC ("CIVS III"), a Delaware limited liability company. The address of CIVS PA III is as follows:

3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006

Indirect Ownership

CIVS III, a Delaware limited liability company, is a wholly owned subsidiary of Cook Inlet/VS GSM III PCS Holdings, LLC ("CIVS III Holdings"), a Delaware limited liability company.

CIVS III Holdings, in turn, has two members. The first, Cook Inlet GSM, Inc. ("CIGSM"), a Delaware corporation, holds 50.1 percent of CIVS III Holdings and one hundred percent of the Class A membership interests in CIVS III Holdings.

CIGSM is, in turn, a wholly owned subsidiary of Cook Inlet Region, Inc. ("CIRI"). CIRI is an Alaska Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act, 43 U.S.C. § 1601 *et seq.* (*the* "Act"). No CIRI shareholder holds a 10 percent or greater interest in CIRI or a 10 percent or greater indirect interest in CIVS PA III.

The other member of CIVS III Holdings is VoiceStream. PCS BTA I Corporation ("VS BTA I"), a Delaware corporation, which in turn is a wholly owned indirect subsidiary of VoiceStream Wireless Corporation ("VoiceStream"), a Delaware corporation. VS BTA I holds 49.9 percent of CIVS III Holdings and one hundred percent of the Class B nonvoting membership interests in CIVS III Holdings.

For ownership information related to **VoiceStream** and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed by and on behalf of **VoiceStream**.

For convenience, the following chart diagrams the ownership of CIVS PA III described herein:

